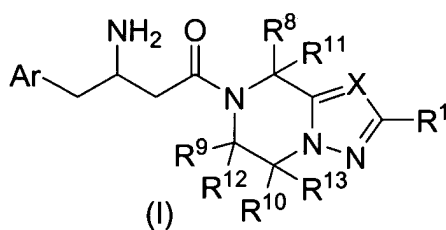


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

1. (amended) A compound of the formula I:



or a pharmaceutically acceptable salt thereof; wherein

each n is independently 0, 1, or 2;

X is N or CR²;

Ar is phenyl substituted with one to five R³ substituents;

R¹ and R² are each independently selected from the group consisting of

hydrogen,

halogen,

cyano,

C₁₋₁₀ alkyl, wherein alkyl is unsubstituted or substituted with one to five

halogens,

C₁₋₁₀ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five substituents

independently selected from halogen or hydroxy,

C₁₋₁₀ alkylthio, wherein alkylthio is unsubstituted or substituted with one to five

substituents independently selected from halogen or hydroxy,

C₂₋₁₀ alkenyl, wherein alkenyl is unsubstituted or substituted with one to five

substituents independently selected from halogen or hydroxy,

(CH₂)_nCOOH,

(CH₂)_nCOOC₁₋₆ alkyl,

(CH₂)_nCONR⁴R⁵, wherein R⁴ and R⁵ are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, (CH₂)_n-phenyl, (CH₂)_n-C₃₋₆ cycloalkyl, and C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;
or R⁴ and R⁵ together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine, and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

(CH₂)_n-NR⁴R⁵,

(CH₂)_n-OCONR⁴R⁵,

(CH₂)_n-SO₂NR⁴R⁵,

(CH₂)_n-SO₂R⁶,

(CH₂)_n-NR⁷SO₂R⁶,

(CH₂)_n-NR⁷CONR⁴R⁵,

(CH₂)_n-NR⁷COR⁷,

(CH₂)_n-NR⁷CO₂R⁶,

(CH₂)_n-COR⁶,

(CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, CN, hydroxy, NR⁷SO₂R⁶, SO₂R⁶, CO₂H, C₁₋₆ alkyloxycarbonyl, C₁₋₆ alkyl and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five substituents independently selected from halogen, CO₂H, and C₁₋₆ alkyloxycarbonyl,

(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_n-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C₁₋₆ alkyl,

and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and
wherein any methylene (CH₂) carbon atom in R¹ or R² is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens;

each R³ is independently selected from the group consisting of
hydrogen,
halogen,
cyano,
hydroxy,
C₁₋₆ alkyl, unsubstituted or substituted with one to five halogens, and
C₁₋₆ alkoxy, unsubstituted or substituted with one to five halogens;

R⁶ is independently selected from the group consisting of tetrazolyl, thiazolyl, (CH₂)_n-phenyl, (CH₂)_n-C₃₋₆ cycloalkyl, and C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens, and wherein any methylene (CH₂) carbon atom in R⁶ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, C₁₋₄ alkyl, and C₁₋₄ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

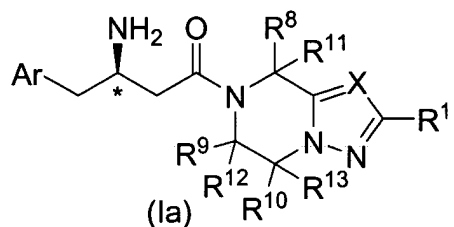
each R⁷ is hydrogen or R⁶;

R⁸, R⁹, R¹⁰, R¹¹, R¹², and R¹³ are each independently selected from the group consisting of
hydrogen,
cyano,
(CH₂)_nCOOH,
(CH₂)_nCOOC₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to three substituents independently selected from halogen and phenyl,

- C₁₋₁₀ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,
- (CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
- (CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
- (CH₂)_n-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
- (CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
- (CH₂)_nCONR⁴R⁵, wherein R⁴ and R⁵ are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, (CH₂)_n-phenyl, (CH₂)_n-C₃₋₆ cycloalkyl, and C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;
- or wherein R⁴ and R⁵ together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

wherein any methylene (CH₂) carbon atom in R⁸, R⁹, R¹⁰, R¹¹, R¹², or R¹³ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁-4 alkyl unsubstituted or substituted with one to five halogens.

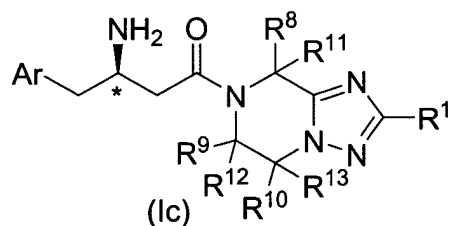
2. (original) The compound of Claim 1 of the formula Ia:



wherein the carbon atom marked with an * has the *R* configuration and Ar, X, R¹, R⁸, R⁹, R¹⁰, R¹¹, R¹², and R¹³ are as defined in Claim 1.

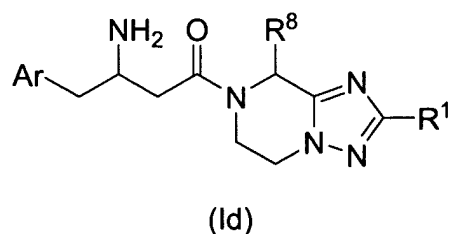
3. (cancelled)

4. (amended) The compound of Claim 2 of the formula Ic:



wherein the carbon atom marked with an * has the *R* configuration and Ar, R¹, R⁸, R⁹, R¹⁰, R¹¹, R¹², and R¹³ are as defined in Claim 1.

5. (amended) The compound of Claim 2 of the formula Id:



wherein Ar, R¹, and R⁸ are as defined in Claim 1.

6-8. (cancelled)

9. (original) The compound of Claim 1 wherein R³ is selected from the group consisting of hydrogen, fluoro, chloro, bromo, trifluoromethyl, and methyl.

10. (original) The compound of Claim 9 wherein R³ is selected from the group consisting of hydrogen, fluoro, and chloro.

11. (original) The compound of Claim 10 wherein R³ is hydrogen or fluoro.

12. (original) The compound of Claim 1 wherein R¹ is selected from the group consisting of:

hydrogen,

C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five fluorines,

(CH₂)_n-phenyl wherein phenyl is unsubstituted or substituted with one to five

substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, C₁₋₆

alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

C₃₋₆ cycloalkyl, unsubstituted or substituted with one to five substituents independently

selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and

alkoxy are unsubstituted or substituted with one to five halogens; and

wherein any methylene (CH₂) carbon atom in R¹ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens.

13. (original) The compound of Claim 12 wherein R¹ is selected from the group consisting of

hydrogen,

methyl,

ethyl,

difluoromethyl,

trifluoromethyl,

CH₂CF₃,

CF₂CF₃,

phenyl, and
cyclopropyl.

14. (original) The compound of Claim 13 wherein R^1 is selected from the group consisting of hydrogen, difluoromethyl, trifluoromethyl, phenyl, and cyclopropyl.

15. (original) The compound of Claim 1 wherein R^2 is selected from the group consisting of

hydrogen,
C₁₋₆ alkyl, unsubstituted or substituted with one to five fluorines,
phenyl, unsubstituted or substituted with one to three substituents independently selected from fluoro, chloro, trifluoromethyl, methoxy, and OCF₃, and
C₃₋₆ cycloalkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and
C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens.

16. (original) The compound of Claim 15 wherein R^2 is selected from the group consisting of hydrogen, trifluoromethyl, phenyl, and cyclopropyl.

17. (original) The compound of Claim 16 wherein R^2 is hydrogen or trifluoromethyl.

18. (original) The compound of Claim 1 wherein R^{11} , R^{12} , and R^{13} are each hydrogen and R^8 , R^9 , and R^{10} are each independently selected from the group consisting of:

hydrogen,
C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,
(CH₂)_nCOOH,
(CH₂)_nCOOC₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to three substituents independently selected from halogen and phenyl,
(CH₂)_nCONR⁴R⁵, wherein R⁴ and R⁵ are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, (CH₂)_n-phenyl, (CH₂)_n-C₃₋₆ cycloalkyl, and C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one

to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;
or wherein R⁴ and R⁵ together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-phenyl, wherein phenyl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are optionally substituted with one to five halogens; and
wherein any methylene (CH₂) carbon atom in R⁸, R⁹ or R¹⁰ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens.

19. (original) The compound of Claim 18 wherein R⁸, R⁹, and R¹⁰ are each independently selected from the group consisting of:
hydrogen,

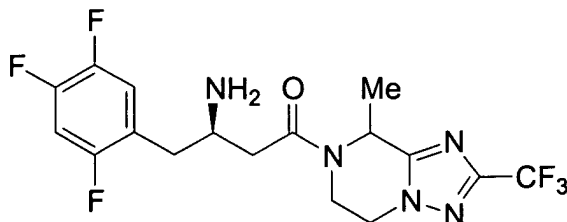
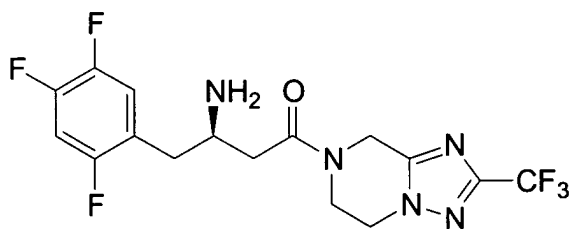
C₁₋₃ alkyl, unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,
(CH₂)_nCOOH,
(CH₂)_nCOOC₁₋₆ alkyl, wherein alkyl is unsubstituted or phenyl,
(CH₂)_nCONR⁴R⁵, wherein R⁴ and R⁵ are independently selected from the group consisting of hydrogen and C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens;
or wherein R⁴ and R⁵ together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-phenyl, wherein phenyl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are optionally substituted with one to five halogens,
(CH₂)_n-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are optionally substituted with one to five halogens,
(CH₂)_n-C₃₋₆ cyclopropyl; and
wherein any methylene (CH₂) carbon atom in R⁸, R⁹ or R¹⁰ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens.

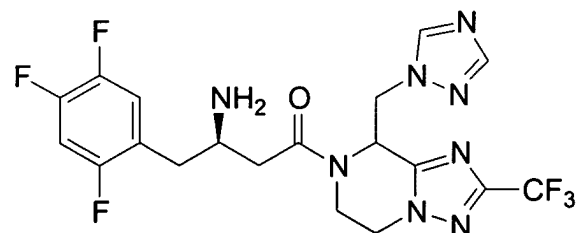
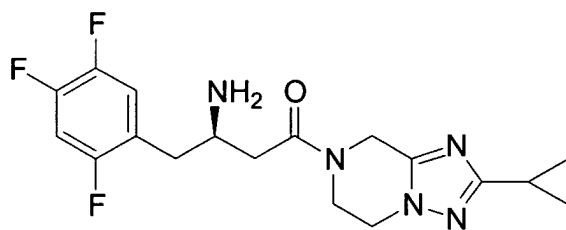
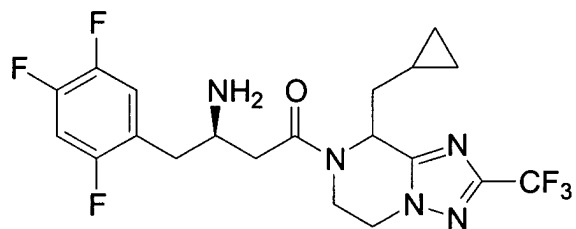
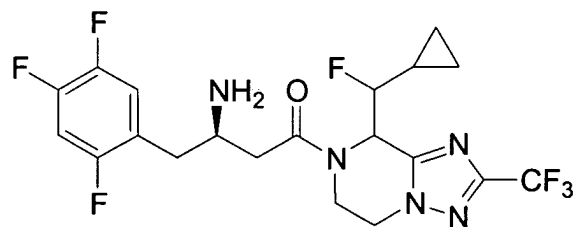
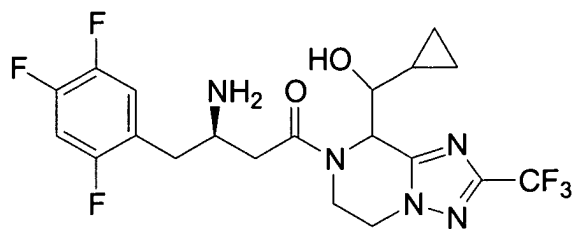
20. (original) The compound of Claim 19 wherein R⁸, R⁹, and R¹⁰ are each independently selected from the group consisting of:
hydrogen,

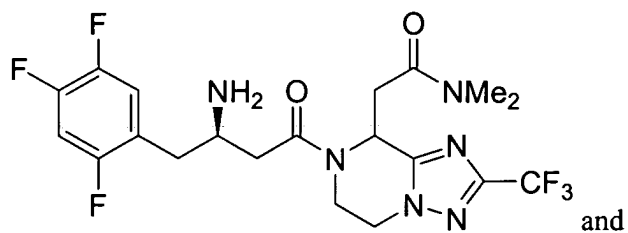
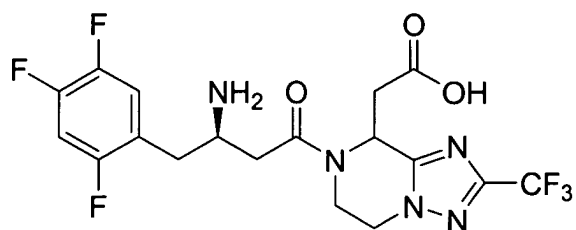
CH₃,
 CH₂CH₃,
 CH₂-cyclopropyl,
 CHF-cyclopropyl,
 CH(OH)-cyclopropyl,
 CH₂OCH₂Ph,
 CH₂(4-F-Ph),
 CH₂(4-CF₃-Ph),
 CH₂-[1,2,4]triazol-4-yl,
 CH₂-(imidazol-1-yl),
 CH₂-(pyrazol-1-yl),
 CH₂-COOCH₂Ph,
 CH₂-COOH,
 CH₂-CONMe₂, and
 CH₂OCH₃.

21. (original) The compound of Claim 20 wherein R⁹ and R¹⁰ are each independently hydrogen or methyl.

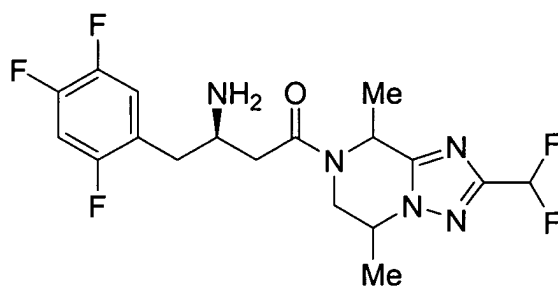
22. (amended) The compound of Claim 4 which is selected from the group consisting of:





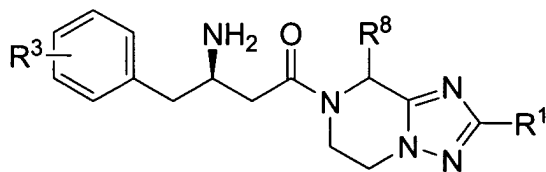


and



wherein Me represents a methyl radical;
 or a pharmaceutically acceptable salt thereof.

23. (amended) The compound of Claim 4 of the structural formula selected from the group consisting of:



<u>R³</u>	<u>R⁸</u>	<u>R¹</u>
2-F,5-F	H	CF ₃

2-F,4-F,5-F	CH ₂ (4-CF ₃ -Ph)	CF ₃
2-F,4-F,5-F	CH ₂ (4-F-Ph)	CF ₃
3-F,4-F	CH ₂ (4-F-Ph)	CF ₃
3-F,4-F	CHOH(ePr cyclopropyl)	CF ₃
2-F,4-F,5-F	H	CF ₃
2-F,4-F,5-F	CH ₂ OCH ₂ Ph	CF ₃
3-F,4-F	CH ₂ (1,2,4- triazol-1-yl)	CF ₃
2-F,4-F,5-F	CH ₂ (imidazol- 1-yl)	CF ₃
2-F,4-F,5-F	CH ₂ (pyrazol-1- yl)	CF ₃
2-F,5-F	Me	CF ₃
2-F,4-F,5-F	CH ₂ CO ₂ CH ₂ Ph	CF ₃
2-F,4-F,5-F	H	CHF ₂
2-F,4-F,5-F	Me	CHF ₂
2-F,4-F,5-F	CH ₂ OMe	CF ₃

wherein Me represents a methyl radical;
or a pharmaceutically acceptable salt thereof.

24. (original) A pharmaceutical composition which comprises a compound of Claim 1 and a pharmaceutically acceptable carrier.

25-26. (cancelled)

27. (original) A method for treating or controlling non-insulin dependent (Type 2) diabetes in a mammal in need thereof which comprises the administration to the mammal of a therapeutically effective amount of a compound of Claim 1.

28-31. (cancelled)

32. (amended) The pharmaceutical composition of Claim 24 further comprising one or more additional active ingredients selected from the group consisting of:

- (a) a second dipeptidyl peptidase IV inhibitor;
- (b) an insulin sensitizer selected from the group consisting of a PPAR γ agonist, a PPAR α/γ dual agonist, a PPAR α agonist, a biguanide, and a protein tyrosine phosphatase-1B inhibitor;
- (c) an insulin or insulin mimetic;
- (d) a sulfonylurea or other insulin secretagogue;
- (e) an α -glucosidase inhibitor;
- (f) a glucagon receptor antagonist;
- (g) GLP-1, a GLP-1 mimetic, or a GLP-1 receptor agonist;
- ~~(h) GIP, a GIP mimetic, or a GIP receptor agonist;~~
- (~~h~~i) PACAP, a PACAP mimetic, or a PACAP receptor agonist;
- (ij) a cholesterol lowering agent ~~such as~~ selected from the group consisting of (i) HMG-CoA reductase inhibitor, (ii) sequestrant, (iii) nicotinyl alcohol, nicotinic acid or a salt thereof, (iv) PPAR α agonist, (v) PPAR α/γ dual agonist, (vi) inhibitor of cholesterol absorption, (vii) acyl CoA:cholesterol acyltransferase inhibitor, and (viii) anti-oxidant;
- (~~j~~k) a PPAR δ agonist;
- (~~k~~l) an antiobesity compound;
- (~~l~~m) an ileal bile acid transporter inhibitor; and
- (~~m~~n) an anti-inflammatory agent.

33- 34. (cancelled)